

## **Exhibit 2**

**MEMO**

Monday, January 27, 2014

TO: Ron Burkhardt

FR: Joe Wagner

RE: XA operations and corporate overview

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**XA Credentials and Capabilities**

- ✓ Experiential Marketing
- ✓ Event Design
- ✓ Production & Promotion
- ✓ Sponsorship Evaluation
- ✓ Negotiation & Activation
- ✓ Talent Buying & Management
- ✓ Theatrical Stage & Set Design
- ✓ Show Production
- ✓ Guest Management
- ✓ Data Capture & Management

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**Creative Development**

- ✓ Brand Identity
- ✓ Creative Concepts
- ✓ Graphic Design
- ✓ Video Design & Production
- ✓ Industrial Design

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**Non-Traditional Marketing**

- ✓ Sponsorship & Co-Branding
- ✓ Event Promotion

- ✓ Activation Strategies
- ✓ Lifestyle Marketing

#### Public Relations

- ✓ Media Outreach
- ✓ Press Events & Tours
- ✓ Celebrity Wrangling

#### Ongoing lack of support from CMG for XA business operations

##### No Operating Credit Line for XA

- ✓ First issue that Glenn promised to address – still no credit line
- ✓ Management team (Joe and Darren) using personal credit cards to support XA's need for credit – personal liability with no ownership in XA
- ✓ Unable to grow the company's revenue – financial inability to produce multiple large events at the same time
- ✓ History of CMG's acquisition of XA
- ✓ Assets purchased in 2009
- ✓ No financial support or integration with CMG post acquisition

##### Management Team Issues

- ✓ No ownership in XA or CMG
- ✓ Personal credit compromised
- ✓ Jean, Darren, Joe ownership in Studio AG post CMG acquisition to support XA (Fiori XA legacy)
- ✓ Deferred salary on my part to support XA's need for credit
- ✓ Glenn's statements to staff that are not team oriented – convicted felon background – damages morale